

THE COMMONWEALTH PLAN, INC.

Suite 200

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

11345 January 10, 1980
RECORDATION NO. _____ Filed 1425

JAN 10 1980 - 1 35 PM

No. ~~0-010A024~~ 11345
Date JAN 10 1980 RECORDATION NO. _____ Filed 1425
Fee \$ 50.00 JAN 10 1980 - 1 35 PM
ICC Washington, D.C. INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Attention: Mrs. Mildred Lee, Room 2227

Dear Madam Secretary:

There are handed to you herewith, for recording in compliance with the provisions of Section 20c of the Interstate Commerce Act, three (3) executed counterparts of the Railroad Equipment Leasing Agreement, dated as of January 10, 1980, and three (3) executed counterparts of the Individual Leasing Record, pertaining to and supplementing such Leasing Agreement, together with this Company's voucher in the sum of \$60.00 in payment of the required recording fees.

The following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Lessor:

The Commonwealth Plan, Inc.
2655 Campus Drive, Suite 200
San Mateo, California 94403

Name and Address of Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Name and Address of Lender:

The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Jack D. Arnold
[Signature]

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Name and Address of Major Loan Participant with Lender:

Swiss Bank Corporation, San Francisco Office
120 Montgomery Street, 22nd Floor
San Francisco, California 94104

General Description of the Equipment Covered by
Railroad Equipment Leasing Agreement:

5 - 1200 H.P. Diesel Switching Locomotives
AAR Mechanical Designation DB

Identifying marks SP 2272 - 2276 inclusive

229 - 70-ton Flat Cars
AAR Mechanical Designation FC

Identifying marks		SP	520317 - 520342	
SP	520012 - 520013		520344 - 520347	
	520015 - 520017		520349 - 520362	
	520169 - 520182		520364 - 520372	
	520184 - 520201		520374 - 520383	
	520203 - 520243	inclusive	520385 - 520386	inclusive
	520245 - 520266		520388 - 520395	
	520268 - 520278		520397 - 520401	
	520280 - 520282		520403 - 520404	
	520285 - 520315		520406 - 520409	

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591 - 70-ton Mechanical Refrigerator Cars
AAR Mechanical Designation RPL

Identifying marks		SPFE 453213 - 453250	
SPFE 452825 - 452840	} inclusive	453252 - 453255	} inclusive
452843 - 452864		453257 - 453259	
452866 - 452892		453261	
452894 - 452918		453263 - 453275	
452920 - 452923		453278 - 453280	
452925 - 452926		453283 - 453300	
452928 - 453001		453302 - 453311	
453003 - 453012		453313 - 453316	
453014 - 453020		453318 - 453324	
453022 - 453023		453326 - 453327	
453025		453329 - 453336	
453027 - 453046		453338 - 453347	
453048 - 453061		453349 - 453350	
453063 - 453066		453352 - 453360	
453068 - 453086		453362 - 453379	
453088 - 453093		453381 - 453403	
453095 - 453108		453405 - 453410	
453110 - 453116		453412 - 453417	
453118 - 453168		453419 - 453450	
453170 - 453179		453452 - 453458	
453181 - 453203	453460		
453205 - 453211	453462		

counterpart When recording of the Railroad Equipment Leasing Agreement has been completed, will you kindly return ~~the~~ *ALL BUT ONE* original and ~~three counterparts~~ of each document with evidence of recording endorsed thereon to our representative.

Very truly yours,

THE COMMONWEALTH PLAN, INC.


David R. Muhlitner
Counsel

DRM/glj
Enclosures

This writing has been assigned to The First National Bank of Boston as security for a loan in which Swiss Bank Corporation, San Francisco Office, 120 Montgomery St., 22nd Floor, San Francisco, CA 94104, is a major loan participant with said Bank.

RECORDATION NO. 11345-1A Filed 1425

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INTERSTATE COMMERCE COMMISSION

Supplement To
Railroad Equipment Leasing Agreement
dated as of January 10, 1980 between
The Commonwealth Plan, Inc. as Lessor and
Southern Pacific Transportation Company as Lessee

INDIVIDUAL LEASING RECORD

Effective date of Lease: January 10, 1980

Vendor: Southern Pacific Transportation Company

Equipment: As described on Schedule A attached hereto and made a part hereof.

Per Unit Acquisition Cost of:

Diesel Switching Locomotives: \$ 144,500.00
Flat Cars : \$ 9,500.00
Mechanical Refrigerator Cars: \$ 33,000.00

Total Acquisition Cost of All Equipment : \$22,401,000.00

Number of months in amortization period: 120

Monthly amortization figure: \$186,675.00

Rent and amortized value of equipment are computed as set forth in the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee dated as of January 10, 1980.

The Equipment is to be fully amortized on the last day of January, 1990.

The undersigned Lessor hereby leases to Lessee, and Lessee acknowledges delivery to it in satisfactory condition of, the equipment described above. The Lessee agrees to pay the rent set forth above. The covenants, terms and conditions of this lease are those appearing in a Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee dated as of January 10, 1980, which covenants, terms and conditions are hereby incorporated by reference.

THE COMMONWEALTH PLAN, INC., Lessor

By Bernard Goodman

Title Pres.

(corporate seal)

(acknowledgement)

Form Approved
DRM
Counsel

SOUTHERN PACIFIC TRANSPORTATION COMPANY, Lessee

By Robert J. McKean

ROBERT J. MCKEAN Executive Vice President, Finance
Title _____

(corporate seal)

(acknowledgement)

(corporate seal)

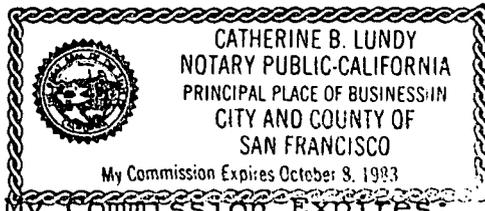
EXECUTED COPY

FORM APPROVED:


Attorney

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this... eighth.....day of January....., 1980.,
before me personally appeared... Robert J. McLean.....,
to me personally known, who, being by me duly sworn, says
that he is..... Executive Vice President - Finance..... of
.Southern Pacific Transportation Company....., that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority
of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and
deed of said corporation.

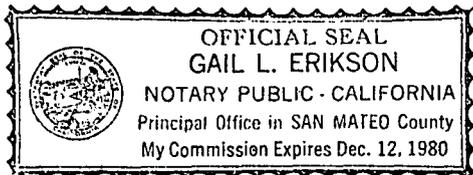


Catherine B. Lundy
.....
Notary Public

My Commission Expires: *October 8, 1983*

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN MATEO)

On this... *8th*.....day of..... January....., 1980.,
before me personally appeared... Bernard Goldman.....,
to me personally known, who, being by me duly sworn, says
that he is... President..... of
...The Commonwealth Plan, Inc....., that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority
of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and
deed of said corporation.



Gail L. Erikson
.....
Notary Public

My Commission Expires:
December 12, 1980.

RAILROAD EQUIPMENT LEASED TO
SOUTHERN PACIFIC TRANSPORTATION COMPANY
BY THE COMMONWEALTH PLAN, INC.
RAILROAD EQUIPMENT LEASING AGREEMENT
DATED AS OF JANUARY 10, 1980

5 - 1200 H.P. Diesel Switching Locomotives Price per unit:
AAR Mechanical Designation DB \$144,500.00

Identifying marks SP 2272 - 2276 inclusive

229 - 70-ton Flat Cars Price per unit:
AAR Mechanical Designation FC \$9,500.00

Identifying marks		SP	520317 - 520342	
SP 520012 - 520013	} inclusive		520344 - 520347	} inclusive
520015 - 520017			520349 - 520362	
520169 - 520182			520364 - 520372	
520184 - 520201			520374 - 520383	
520203 - 520243			520385 - 520386	
520245 - 520266			520388 - 520395	
520268 - 520278			520397 - 520401	
520280 - 520282			520403 - 520404	
520285 - 520315			520406 - 520409	

591 - 70-ton Mechanical Refrigerator Cars Price per unit:
AAR Mechanical Designation RPL \$33,000.00

Identifying marks		SPFE	453213 - 453250	
SPFE 452825 - 452840	} inclusive		453252 - 453255	} inclusive
452843 - 452864			453257 - 453259	
452866 - 452892			453261	
452894 - 452918			453263 - 453275	
452920 - 452923			453278 - 453280	
452925 - 452926			453283 - 453300	
452928 - 453001			453302 - 453311	
453003 - 453012			453313 - 453316	
453014 - 453020			453318 - 453324	
453022 - 453023			453326 - 453327	
453025			453329 - 453336	
453027 - 453046			453338 - 453347	
453048 - 453061			453349 - 453350	
453063 - 453066			453352 - 453360	
453068 - 453086			453362 - 453379	
453088 - 453093			453381 - 453403	
453095 - 453108			453405 - 453410	
453110 - 453116			453412 - 453417	
453118 - 453168			453419 - 453450	
453170 - 453179			453452 - 453458	
453181 - 453203			453460	
453205 - 453211			453462	